

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
BUFFALO HISTORICAL SOCIETY, INC

WHEREAS, certain named natural persons of the age of twenty-one (21) years or more, acting as incorporators, organized the Buffalo Historical Society, Inc. under the laws of the State of North Dakota;

WHEREAS, the Articles of Incorporation for the Buffalo Historical Society, Inc. have been subsequently amended pursuant to pertinent provisions of the North Dakota Century Code, which are currently set forth in Chapter 10-33 of the North Dakota Century Code;

WHEREAS, Chapter 10-33 of the North Dakota Century Code provides for amending and restating the Articles of Incorporation;

NOW THEREFORE, the following constitute the Amended and Restated Articles of Incorporation of the Buffalo Historical Society, Inc. under Chapter 10-33-04 of the North Dakota Century Code:

ARTICLE I. The name of this Corporation shall be the Buffalo Historical Society, Inc. Its principal office, place of business and post office address shall be the Buffalo Historical Society, Inc. 204-206 Wilcox Avenue, P.O. Box 14, Buffalo, North Dakota 58011.

ARTICLE II. Buffalo Historical Society is incorporated under NDCC Chapter 10-33.

ARTICLE III. Any lawful nonprofit activity as provided in Section 10-33-04 of NDCC and the following: The purposes for which this Corporation is organized shall be:

1. To bring together those people interested in history, and especially in the history of Buffalo, North Dakota, its environs or area adjacent thereto. Understanding the history of our community is basic to our democratic way of life, gives us a better understanding of our state and nation, and promotes a better appreciation of our American heritage.
2. The Corporation's major function will be to discover and collect any material which may help to establish or illustrate the history of the area; its exploration, settlement, development, and activities in peace and in war; its progress in population, wealth, education, arts, science, agriculture, manufactures, trade, and transportation. It will collect printed material, such as histories, genealogies, biographies, descriptions, gazetteers, directories, newspapers, pamphlets, catalogs, circulars, handbills, programs, and posters; manuscript material such as letters diaries, journals, memoranda, reminiscences, rosters, service records, account books, charts, surveys, and field books; and museum material such as pictures, photographs, paintings, portraits, scenes, native relics, and material objects illustrative of life, conditions, events, and activities of the past and present.
3. The Corporation will provide for the preservation of such material and for its accessibility, as far as may be feasible, to all who wish to examine or study it, to cooperate with officials in insuring the preservation and accessibility of the records and archives of the county and of its cities, towns, villages, and institutions, and to undertake the preservation of historic buildings, monuments, and markers.
4. The Corporation will disseminate historical information and arouse interest in the past by publishing historical material in the newspapers or otherwise; by holding meetings with pageants, addresses, lectures, papers and discussion, by marking historic buildings, sites, and trails; and by using the media of radio, television and internet to awaken public interest.

5. The Corporation shall own real estate and personal property necessary to carry out its purposes and to engage in any kind of business or activity determined to be for the best interest of the society.

ARTICLE IV. The name of the initial registered agent is Lois Smith, as an individual, resident of Buffalo, North Dakota. The address of the initial registered agent is 501 3rd Street North, Buffalo, North Dakota 58011.

ARTICLE V. The Corporation shall have one or more classes of membership. The designation of such classes and the qualifications, rights, and method of acceptances of members of each class, shall be specified in the Bylaws. Membership in the society shall never be financially prohibitive. The membership of the Corporation shall meet at least twice each year. The Board of Directors shall designate the hour and place of such meetings, and give appropriate notice.

ARTICLE VI. Government of the Buffalo Historical Society, Inc:

1. The administration of the Buffalo Historical Society, Inc. shall be vested in a Board of Directors composed of seven (7) regular members in good standing.
2. The manner of selection or appointment and the term of office by members of the board of directors shall be stated in the Bylaws.
3. Following each annual meeting, said Board of Directors shall meet and organize for the ensuing year and shall conduct an election for a President, Vice President, Secretary and Treasurer.

ARTICLE VII. The Directors of this Corporation who shall hold office until their successors are duly chosen and qualified, who are directors, and constitute the Board as of the date of these Amended and Restated Article of Incorporation are as follows:

NAME	ADDRESS
Rodney Hogen	3510 142 Ave SE, Buffalo, ND 58011
Anita Hovland	2837 140 Av. SE, Ayr, ND 58007
David Larson	3119 142 Ave SE, Buffalo, ND 58011
Jerry Melvin	3510 139 Ave SE, Buffalo, ND 58011
Lois Smith	501 3 rd St. N., Buffalo, ND 58011
John Stout	205 4 th Ave. S., Buffalo, ND 58011
Leslie Wegner	205 Strand Ave., Buffalo, ND 58011

ARTICLE VIII. This Corporation is and shall be a non-profit Corporation without capital stock and organized not for profit. Reasonable compensation for services actually rendered may be voted and allowed by the Board of Directors. No part of the earnings of this Corporation shall be paid to the benefit of any member or individual. This Corporation as such shall have succession by its corporate name perpetually.

ARTICLE IX. The members, officers, or directors of this Corporation shall not be personally liable for the acts, debts, liabilities, or obligations of this Corporation except to the extent that any liability may be imposed by law by reason of the act or default of any member, officer or director in contravention of law or in excess of or beyond the lawful powers of the Corporation. The Buffalo Historical Society, Inc., is authorized to accept and use for its purposes payments from any individual, firm, foundation, corporation, institution, public or private agency, or from the Federal Government or any of its bureaus, agencies or departments, and may within the

limits of its funds enter into such agreements as may be necessary to engage personnel, secure buildings, supplies, maintenance, material, personal property and equipment, and may contract with public or private agencies or persons for the rental or use of facilities, services and equipment not owned by the Corporation.

ARTICLE X. Restrictions on sale or lease of real property owned by Corporation:

1. Real property owned by the Buffalo Historical Society, Inc. may not be sold or conveyed without the approval of an affirmative vote by two-thirds of all of the members in attendance after proper notice at either the annual meeting or the mid-year meeting provided the terms of the proposed sale or conveyance have been first presented to the members at the other identified meeting.
2. Real property owned by the Buffalo Historical Society, Inc. may not be leased for a period of three years or longer without the approval of an affirmative vote by two-thirds of all of the members in attendance after proper notice at either the annual meeting or the mid-year meeting provided the terms of the proposed lease have been first presented to the members at the other identified meeting.

ARTICLE XI. POWERS OF MEMBER AND DIRECTORS

1. The members of this Corporation at any annual meeting, or any special meeting called for that purpose, are authorized and empowered to adopt such by-laws, rules and regulations for the management of the affairs of the Corporation as may be deemed proper and for the best interests of this Corporation, and may later amend and repeal the same. Such adoption, alterations, amendments and repeals shall only be made by a two-thirds (2/3) vote of all of the members present. These Articles of Incorporation may be amended only by an affirmative vote of two-thirds (2/3) of the members present of the Corporation. For any annual meeting, mid-year meeting, or any special meeting of this Corporation, the number of members for a quorum is seven (7).
2. These Amended and Restated Articles of Incorporation supercede the original articles and all prior amendments to them pursuant to Chapter 10-33 of the North Dakota Century Code.

Rodney Hogen

Lois Smith

Anita Hovland

John Stout

David Larson

Leslie Wegner

Jerry Melvin

3. We, the above named Directors, being first duly sworn, say we each have read the foregoing application which constitutes the Amended and Restated Articles of Incorporation for the Buffalo Historical Society, Inc. and know the contents thereof and verily believe the statements made therein to be true this _____ day of _____, 2007 when approved.

4. The above and foregoing Amended and Restated Articles of the Buffalo Historical Society, Inc. were adopted by the affirmative vote of two-thirds (2/3) of the members present of the Corporation at a meeting properly noticed for the _____ day of _____, 2007, at which time a quorum was present.

Dated this _____ day of _____, 2007.

Respectfully Submitted,

John Stout
Secretary